

EXHIBIT D



and

TESLA MOTORS, INC.,

Nominal Defendant.

P. EVAN STEPHENS, Individually
and on Behalf of All Others Similarly
Situating and Derivatively on Behalf of
TESLA MOTORS, INC.,

Plaintiff,

v.

ELON MUSK, ANTONIO J.
GRACIAS, KIMBAL MUSK, IRA
EHRENPREIS, STEPHEN T.
JURVETSON, BRAD W. BUSS, and
ROBYN M. DENHOLM,

Defendants,

-and-

TESLA MOTORS, INC., a Delaware
corporation,

Nominal Defendant.

PYARE DIWANA, on behalf of himself
and all other similarly situated
stockholders of TESLA MOTORS,
INC., and derivatively on behalf TESLA
MOTORS, INC.,

Plaintiff,

v.

C.A. No. 12745-VCS

C.A. No. 12796-VCS

EFiled: Oct 07 2016 04:46PM EDT
Transaction ID 59671955
Case No. Multi-Case



IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

CITY OF RIVIERA BEACH POLICE
PENSION FUND,

Plaintiff,

v.

ELON MUSK, ANTONIO J. GRACIAS,
ROBYN M. DENHOLM, KIMBAL
MUSK, STEVE JURVETSON, IRA
EHRENPREIS, BRAD W. BUSS, J.B.
STRAUBEL, LYNDON RIVE, PETER
RIVE, D SUBSIDIARY, INC., AND
SOLARCITY, INC.,

Defendants,

and

TESLA MOTORS, INC.,

Nominal Defendant.

ELLEN PRASINOS, derivatively on
behalf of Nominal Defendant TESLA
MOTORS, INC.,

Plaintiff,

v.

ELON MUSK, BRAD W. BUSS,
ROBYN M. DENHOLM, IRA
EHRENPREIS, ANTONIO J. GRACIAS,
STEPHEN T. JURVETSON, KIMBAL
MUSK, LYNDON RIVE, PETER RIVE,
JOHN H. N. FISHER, JEFFREY B.
STRAUBEL, D SUBSIDIARY, INC.,

C.A. No. 12711-VCS

C.A. No. 12723-VCS

AND SOLARCITY CORPORATION,

Defendants,

and

TESLA MOTORS, INC.,

Nominal Defendant.

ARKANSAS TEACHER RETIREMENT
SYSTEM, BOSTON RETIREMENT
SYSTEM, ROOFERS LOCAL 149
PENSION FUND, OKLAHOMA
FIREFIGHTERS PENSION AND
RETIREMENT SYSTEM, KBC ASSET
MANAGEMENT NV, ERSTE-
SPARINVEST
KAPITALANLAGEGESELLSCHAFT
M.B.H., STICHTING BLUE SKY
ACTIVE LARGE CAP EQUITY FUND
USA, FELIX ROVELLI, and AARON
ROCKE, on behalf of themselves and all
other similarly situated stockholders of
TESLA MOTORS, INC., and derivatively
on behalf of Nominal Defendant TESLA
MOTORS, INC.,

Plaintiffs,

v.

ELON MUSK, BRAD W. BUSS,
ROBYN M. DENHOLM, IRA
EHRENPREIS, ANTONIO J. GRACIAS,
STEPHEN T. JURVETSON, and
KIMBAL MUSK,

Defendants,

C.A. No. 12740-VCS

ELON MUSK, BRAD W. BUSS,
ROBYN M. DENHOLM, IRA
EHRENPREIS, ANTONIO J.
GRACIAS, STEPHEN T.
JURVETSON, KIMBAL MUSK,
LYNDON RIVE, PETER RIVE, JOHN
H. N. FISHER, JEFFREY B.
STRAUBEL, NANCY E. PFUND,
THE GOLDMAN SACHS GROUP,
INC., EVERCORE GROUP L.L.C., D
SUBSIDIARY, INC., and SOLARCITY
CORPORATION,

Defendants,

-and-

TESLA MOTORS, INC., a Delaware
Corporation,

Nominal Defendant.

**[PROPOSED] ORDER FOR APPOINTMENT OF
CO-LEAD PLAINTIFFS AND CO-LEAD COUNSEL**

IT IS HEREBY ORDERED this 10 day of October, 2016:

1. The law firms of Grant & Eisenhofer P.A., Kessler Topaz Meltzer & Check, LLP and Robbins Geller Rudman & Dowd LLP are hereby designated as co-Lead Counsel for Plaintiffs ("Co-Lead Counsel").

2. Arkansas Teacher Retirement System, Boston Retirement System, Oklahoma Firefighters Pension and Retirement System, Roofers Local 149 Pension Fund, KBC Asset Management NV, ERSTE-SPARINVEST

Kapitalanlagegesellschaft m.b.H. and Stichting Blue Sky Active Large Cap Equity Fund USA (collectively, the “Institutional Plaintiffs”) are hereby designated as Co-Lead Plaintiffs.

3. The complaint filed by the Institutional Plaintiffs in Civil Action No. 12740-VCS (Trans. ID 59635132) is hereby designated as the operative complaint in the consolidated action.

4. Co-Lead Counsel shall set policy for plaintiffs for the prosecution of this litigation, delegate and monitor the work performed by plaintiffs’ attorneys to ensure that there is no duplication of effort or unnecessary expense, coordinate on behalf of plaintiffs the initiation and conduct of discovery proceedings, and provide supervision and coordination of the activities of plaintiffs’ counsel. Co-Lead Counsel shall have the authority to negotiate a settlement, subject to approval of plaintiffs and the Court. Any agreement reached between counsel for Defendants and Co-Lead Counsel shall be binding on all other plaintiffs.


5. Co-Lead Counsel shall assume the following powers and responsibilities:

- a. coordinate and direct the preparation of pleadings;
- b. coordinate and direct the briefing and argument of motions;
- c. coordinate and direct the conduct of discovery and other pretrial proceedings;

- d. coordinate and direct class certification proceedings;
- e. conduct any and all settlement negotiations with counsel for the Defendants;
- f. coordinate and direct the preparation for trial and trial of this matter, and to delegate work responsibilities to selected counsel as may be required; and
- g. coordinate and direct any other matters concerning the prosecution or resolution of the consolidated action.

6. This Order shall apply to the consolidated action and any future-filed actions relating to the subject matter of this case.

SO ORDERED this 1st day of October, 2016



Vice Chancellor Joseph R. Slights, III